

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT NEW YORK

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THOMAS H. LEE EQUITY FUND V, L.P.,	:
THOMAS H. LEE PARALLEL FUND V, L.P.,	:
and THOMAS H. LEE EQUITY (CAYMAN)	:
FUND V, L.P.,	:
	:
Plaintiffs,	:
v.	:
	:
MAYER, BROWN, ROWE & MAW LLP,	:
	:
Defendant.	:
	:
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07 Civ. 6767 (GEL)

**DECLARATION OF
THOMAS G. WARD IN
SUPPORT OF MOTION TO
DISMISS OF MAYER BROWN
LLP**

I, THOMAS G. WARD, declare as follows:

1. I am a partner of the law firm of Williams & Connolly LLP, attorneys for Defendant Mayer Brown LLP in the above-captioned matter, and a member in good standing of the bar of this Court. I submit this declaration in support of the Motion to Dismiss of Mayer Brown LLP in the above-captioned matter.

2. Attached hereto as Exhibit A is a true and correct copy of the Equity Purchase and Merger Agreement Among Refco Group Ltd., LLC, Refco Group Holdings, Inc., THL Refco Acquisition Partners and Refco Merger LLC, dated June 8, 2004.

3. Attached hereto as Exhibit B is a true and correct copy of a diagram created by Defendant Mayer Brown LLP of the "round-trip loan transactions" as alleged in the Complaint.

4. Attached hereto as Exhibit C is a true and correct copy of the Brief for the United States as Amicus Curiae Supporting Affirmance in *Stoneridge Investment Partners, LLC v. Scientific-Atlanta*, No. 06-43 (Sup. Ct.).

5. Attached hereto as Exhibit D is a true and correct copy of Refco Group Holdings, Inc. Officers' Certificate, dated August 5, 2004 and Refco Group Ltd., LLC Officers' Certificate, dated August 5, 2004.

6. Attached hereto as Exhibit E is a true and correct copy of a Weil Gotshal document with handwritten notes titled, "WGM Draft, Project Royce Open Diligence Issues," dated February 26, 2004 (WGM-L 0011186-89).

7. Attached hereto as Exhibit F is a true and correct copy of a Weil Gotshal document with handwritten notes titled, "Refco Group Ltd., LLC," undated (WGM-L 0010412-13).


8. Attached hereto as Exhibit G is a true and correct copy of an October 15, 1999 letter from Phillip Bennett to Joseph P. Collins, Esq., with attachments and handwritten notes (MB02071243-58).

9. Attached hereto as Exhibit H is a true and correct copy of the "Assignment Agreement," between Refco Inc. and Wells Limited, dated October 28, 1997.

10. Attached hereto as Exhibit I is a true and correct copy of the transcript of the February 15, 2008 Change of Plea Hearing in *United States v. Bennett* (05-CR-001192 S.D.N.Y.).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: Washington, D.C.
March 28, 2008

A handwritten signature in black ink, reading "Thomas G. Ward". The signature is written in a cursive style with a horizontal line underneath.

Thomas G. Ward (TW-6255)
WILLIAMS & CONNOLLY LLP
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Attorney for Defendant Mayer Brown LLP